

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 11☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>uBiome, Inc.</u>	
<hr/>		
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	<u>N/A</u>	
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>46-1230019</u>	
<hr/>		
4. Debtor's address	Principal place of business <u>360 Langton Street</u> <u>San Francisco, CA 94103</u> <small>Number, Street, City, State & ZIP Code</small> <u>San Francisco</u> <small>County</small>	Mailing address, if different from principal place of business <hr/> <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business <hr/> <small>Number, Street, City, State & ZIP Code</small>
<hr/>		
5. Debtor's website (URL)	<u>https://ubiome.com/</u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<hr/>		

Debtor **uBiome, Inc.**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.6215**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **uBiome, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated Assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input checked="" type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **uBiome, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **09/04/2019**
MM / DD / YYYY**X** **/s/ Curtis G. Solsvig III**
Signature of authorized representative of debtor**Curtis G. Solsvig III**
Printed nameTitle **Acting Chief Executive Officer****18. Signature of attorney****X** **/s/ Michael R. Nestor**
Signature of attorney for debtorDate **09/04/2019**
MM / DD / YYYY**Michael R. Nestor**
Printed name**Young Conaway Stargatt & Taylor, LLP**
Firm name**Rodney Square**
1000 N. King Street
Wilmington, DE 19801

Number, Street, City, State & ZIP Code

Contact phone **(302) 571-6600**Email address **mnestor@ycst.com****3526 (DE)**

Bar number and State

**WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS OF
uBIOME, INC.**

THE UNDERSIGNED, being all of the members of the Board of Directors (the “Board”) of uBiome, Inc., a Delaware corporation (the “Company”), hereby consent to and adopt the following resolutions pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, as of the date set forth below:

WHEREAS, the Board formed a special committee (the “Special Transaction Committee”), composed of directors who are disinterested and independent to consider, review, negotiate, and recommend for approval or rejection of any Potential Transaction, including, but not limited to, any debt financing (including debtor-in-possession financing in connection with a restructuring); and

WHEREAS, the Special Transaction Committee has negotiated and recommended to the Board approval of the postpetition financing, as described further herein; and

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company’s assets, and credit market conditions; and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company’s legal, financial, and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT:

Commencement and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition (the “Petition”) be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) by the Company commencing a case (the “Bankruptcy Case”) under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that each officer of the Company (each, an “Officer” and collectively, the “Officers”), be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Officer may determine; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered on behalf of the Company, to execute, acknowledge, deliver and verify and file any and all petitions, schedules, statements of affairs, lists and other papers and to take any and all related actions that such Officers may deem necessary or proper in connection with the filing of the Petition and commencement of the Bankruptcy Case; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Officer performing or executing the same shall approve, and the performance or execution thereof by such Officer shall be conclusive evidence of the approval thereof by such Officer and by the Company; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Officers, shall be necessary, proper and desirable to prosecute to a successful completion the Bankruptcy Case and to effectuate the restructuring or liquidation of the Company’s debt, other obligations, organizational form and structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

Retention of Professionals

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) be, and hereby is, authorized, directed and empowered to represent the Company as bankruptcy counsel to represent and assist the Company in carrying out its duties under the

Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Goldin Associates, LLC ("Goldin") be, and hereby is, authorized, directed and empowered to provide the Company with certain officers, along with additional personnel, as restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Directors be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate motion or application for authority to retain the services of Goldin; and it is further

RESOLVED, that GLC Advisors & Co., LLC and GLCA Securities, LLC (collectively, "GLC") be, and hereby is, authorized, directed and empowered to serve as investment banker to represent and assist the Company in connection with the potential sale of the Company's business and in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of GLC; and it is further

RESOLVED, that Donlin Recano & Company, Inc. ("Donlin") be, and hereby is, authorized, directed and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Donlin; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals, consultants, financial advisors, or investment bankers to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

Postpetition Financing

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the Special Transaction Committee and the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral, if any; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (b) causing any subsidiary of the Company, if any, to pledge or grant liens or mortgages on, or security interests in, all or any portion of such subsidiary's assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including, without limitation, causing any subsidiaries of the Company to enter into, such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are

approved or deemed necessary, appropriate, or desirable by the Officer executing the same, the execution thereof by such Officer to be conclusive evidence of such approval or determination; and it is further

Sale

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to continue after commencement of the Bankruptcy Case the marketing for sale of the Company's assets and pursuing negotiations with any interested parties regarding one or more sales of such assets pursuant to Section 363 of the Bankruptcy Code or otherwise, in each case subject to further authorization of the Board or the Special Transaction Committee, as applicable, of any such sale; and it is further

General Resolutions

RESOLVED, that all actions heretofore taken, and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof, by any manager or Officer of the Company in, for and on behalf of the Company, in connection with the matters described in or contemplated by the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as of the date such action or actions were taken; and it is further

RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

* * * * *

This Written Consent shall be filed in the Minute Book of the Company and shall become a part of the records of the Company.

Date: September 2, 2019

BOARD:

/s/ Kimberly Scotti

Kimberly Scotti

/s/ L. Spencer Wells

L. Spencer Wells

/s/ D.J. (Jan) Baker

D.J. (Jan) Baker

Fill in this information to identify the case:**Debtor name:** uBiome, Inc.**United States Bankruptcy Court for the:** District of Delaware**Case number (if known):** 19-_____☐ Check if this is an amended filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Cigna 900 Cottage Grove W3SUI Hartford CT 06152	Lauren Sgro (Thorsell) lauren.sgro@cigna.com Tel: 860-226-1391 Fax: 415-520-6698	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$2,134,624.44
2	United Health Care United Payment Integrity, Attn: Recovery Investigations 4868 Georgia Hwy 85, Suite 206-A Forest Park GA 30297	Richard O'Connor Tel: 952-205-0846	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$2,084,100.00
3	Horizon Blue Cross Blue Shield of NJ P.O. Box 200145 Newark NJ 07102	David Menendez david_menendez@horizonblue.com Tel: 973-466-8318	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$1,435,431.31
4	BRJ Investments, LLC 2885 Sanford Avenue SW Grandville MI 49418	Jeff jeff@osf.co	Convertible Notes	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$719,118.31
5	Blue Shield of California Blue Shield of California Special Investigations Unit 6300 Canoga Avenue Woodland Hills CA 91367	Cheri Hahn cheri.hahn@blueshieldca.com Tel: 818-228-6142 Fax: 844-660-6743	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$424,935.38
6	Tricare West P.O. Box 202111 Florence SC 92502	Tel: 844-866-9378	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$402,253.70
7	Bioquimica, CI S.A. Avenida Presidente Battle Y Ordoliez 3756 Santiago Chile	Matias Gutierrez matias.gutierrez@bioquimica.cl Tel: +56 2 2225-2583	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$397,634.28

Debtor **uBiome, Inc.**Case number (if known) **19-**_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	Covington & Burling LLP 850 Tenth Street N.W. Washington DC 20001	Douglas Sprague dsprague@cov.com Tel: 415-591-6000	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$313,446.83
9	Arnold & Porter Kaye Scholer LLP P.O. Box 759451 Baltimore MD 21275	invoice@arnoldporter.com Tel: 415-471-3100 Fax: 415-471-3400	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$311,804.32
10	Kilpatrick Townsend PO Box 39000 San Francisco CA 94139	Hyacinth Campbell accountsreceivable@kilpatricktownsend.com Tel: 866-244-4934	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$296,381.52
11	Ramsey & Ehrlich LLP 800 Hearst Avenue Albany CA 94710	Lauren Noga lauren@ramsey-ehrlich.com Tel: 510-548-3600 Fax: 510-291-3060	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$274,107.34
12	Tricare 7700 Arlington Boulevard Suite 5101 Falls Church VA 22042	Tel: 844-204-9351	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$273,029.60
13	Kaiser Foundation Health Plan Kaiser Permanente, Attn: Regional Claims Recovery File 50187 Los Angeles CA 90074	Giang Le giang.t.le@kp.org Tel: 858-614-3164	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$270,655.29
14	Medica P.O. Box 9310 Minneapolis MN 55440	Barbara Horn barbara.horn@medica.com Tel: 952-992-3134	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$259,637.36
15	Orrick, Herrington & Sutcliffe LLP 450 Howard Street San Francisco CA 94105	John Bautista accountsreceivable@orrick.com Tel: 304-231-2704 Fax: 304-231-2501	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$233,401.14
16	Salesforce.com Inc P.O. Box 203141 Dallas TX 75320	Jason Foster jason.foster@salesforce.com Tel: 800-667-6389	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$211,654.54
17	Premiera BCBS MS 229 P.O. Box 327 Seattle WA 98111	Tel: 800-364-2991	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$211,213.19
18	Growth IP 13480 Chelly Court San Diego CA 92129	admin@growthip.com Tel: 323-609-3001	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$149,460.00
19	Ecure India Private Limited B.R Complex, 2nd & 3rd Floor Woods Road No. 27/28 Chennai India	Deepak Kumar Sanghi deepak@ecareindia.com Tel: 800-518-5013	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$135,530.00

Debtor **uBiome, Inc.**Case number (if known) **19-**_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	Mayo Clinic Health plan 4001 41st Street NW Rochester MN 55901	Tel: 855-384-0001	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$96,192.80
21	Harvard Pilgrim 1600 Crown Colony Drive Quincy MA 02169	Christopher Walsh christopher_walsh@harvardpilgrim.org Tel: 617-509-1727	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$83,100.00
22	Leydig, Voit & Mayer, LTD. 1981 North Broadway Suite 310 Walnut Creek CA 94596	Joni Simmons jsimmons@leydig.com Tel: 925-482-0100 Fax: 925-482-0110	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$75,426.32
23	iDesignEDU, LLC 800 Jackson Street Suite 384 Dallas TX 75202	Saleen Hearon saleen.hearon@idesignedu.org Tel: 800-581-5418	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$75,000.00
24	Aomb P.O. Box 645 5600 AP Eindhoven Eindhoven Netherlands	Rene Raggers mail@aomb.nl Tel: +31(0)40-243-3715 Fax: +31(0)40-243-4557	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$73,809.47
25	Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, LLP P.O. Box 4539 Boston MA 02212	David Siegal dmsiegal@mintz.com Tel: 212-935-3000 Fax: 212-935-3115	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$66,564.57
26	SendBridge Inc 1895 Jackson Street Apartment 503 San Francisco CA 94109	success@goprimer.com	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$60,688.54
27	Providence Health Plans P.O. Box 6456 Portland OR 97228	Ellen Larsen ellen.larsen@providence.org Tel: 503-574-7334	Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$52,314.62
28	S-E, Inc. 4111 N.E. 112th Avenue Vancouver WA 98682	Todd Clevette todd_clevette@sehamerica.com	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$47,986.34
29	Kekst and Company, Incorporated P.O. Box 1528 Long Island City NY 11001	Nathan Riggs nathan.riggs@kekstcnc.com Tel: 212-521-4800	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$47,451.44
30	Tricare South P.O. Box 7032 Camden SC 29021		Refund Claim	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$45,419.96

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

UBIOME, INC.,¹

Debtor.

Chapter 11

Case No. 19-____ (____)

**DEBTOR'S STATEMENT OF CORPORATE OWNERSHIP
AND LIST OF EQUITY SECURITY HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, uBiome, Inc., the debtor and debtor in possession in the above-captioned case (the “Debtor”) states that the following is a list of all corporations, other than governmental units, that directly or indirectly own 10% or more of any class of interests in the Debtor, as well as a list of all equity security holders with the power to vote 10% or more of the voting securities of the Debtor as of September 3, 2019:

Name	Address	Class of Securities	Percentage of Ownership
Eight Partners VC Fund I, L.P.	501 Second Street, Suite 300 San Francisco, CA 94107	Series B Preferred	13.93%
8VC Fund I, L.P.	501 Second Street, Suite 300 San Francisco, CA 94107	Series C Preferred	7.40%
8VC Entrepreneurs Fund I, L.P.	501 Second Street, Suite 300 San Francisco, CA 94107	Series B Preferred	0.36%
8VC Fund Total			21.69%
Andreessen Horowitz Fund IV, L.P.	2865 Sand Hill Road, Suite 101, Menlo Park, CA 94025	Series A Preferred	10.54%
Andreessen Horowitz Fund IV, L.P.	2865 Sand Hill Road, Suite 101, Menlo Park, CA 94025	Series B Preferred	0.52% %

¹ The Debtor and the last four digits of its taxpayer identification number is: uBiome, Inc. (0019). The Debtor's headquarters is located at 360 Langton Street, Suite 301, San Francisco, CA 94103.

Name	Address	Class of Securities	Percentage of Ownership
Andreessen Horowitz Fund IV, L.P. Total			11.06%
Jessica Richman ²	113 Cherry St #64164 Seattle, WA 98104		10.67%
Zachary Apte ²	113 Cherry St #64164 Seattle, WA 98104		10.67%

² Subject to that certain *Stipulation and Agreement*, executed on June 19, 2019, pursuant to which this shareholder, among other things, granted a proxy to Eight Partners VC Fund I, L.P.

Fill in this information to identify the case:Debtor name uBiome, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Corporate Ownership Statement and List of Equity Interest Holders**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/04/2019**X /s/ Curtis G. Solsvig III**

Signature of individual signing on behalf of debtor

Curtis G. Solsvig III

Printed name

Acting Chief Executive Officer

Position or relationship to debtor